

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

INTEGRATED HEALTH SERVICES OF
CLIFF MANOR, INC., INTEGRATED
HEALTH SERVICES AT RIVERBEND,
INTEGRATED HEALTH SERVICES AT
SOMERSET VALLEY, INC., ALPINE
MANOR, INC., BRIARCLIFF NURSING
HOME, INC., INTEGRATED HEALTH
GROUP, INC., SPRING CREEK OF IHS, INC.,
FIRELANDS OF IHS, INC., ELM CREEK OF
IHS, INC., IHS LONG TERM CARE
SERVICES, INC.,

Plaintiffs-Counterclaim
Defendants,

v.

THCI COMPANY LLC,

Defendant-
Counterclaimant.

Civil Action No. 04-910 (GMS)

**STIPULATION AND ORDER GRANTING LEAVE TO FILE AMENDED
COUNTERCLAIM AND THIRD-PARTY COMPLAINT**

Plaintiffs IHS Long Term Care Services, Inc., Integrated Health Services of Cliff Manor, Inc., Integrated Health Services at Riverbend, Inc., Integrated Health Services at Somerset Valley, Inc., Alpine Manor, Inc., Briarcliff Nursing Home, Inc., Integrated Health Group, Inc., Spring Creek of IHS, Inc., Firelands of IHS, Inc., and Elm Creek of IHS, Inc. (collectively, the "LTC Plaintiffs") and defendant-THCI Company, LLC ("THCI") hereby stipulate and agree as follows:

1. The LTC Plaintiffs consent and THCI is hereby granted leave to file a third amended counterclaim and third-party complaint. THCI may file its amended pleading within ten (10) days of the Court's entry of this Stipulation and Order. The LTC Plaintiffs do not concede the truth or sufficiency of the allegations of the amended pleading, which they have not seen.

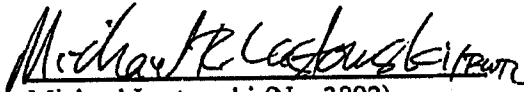
2. The LTC Plaintiffs and anticipated third-party defendant Abe Briarwood Corporation ("Briarwood") shall file an answer or otherwise respond to the amended pleading filed by THCI within thirty (30) days of the filing thereof. THCI shall have up to thirty (30) days to file opposition to any responsive motion, and the LTC Plaintiffs and Briarwood shall have up to fourteen (14) days from the date of THCI's opposition to file any reply.

3. The LTC Plaintiffs' undersigned counsel shall either (a) accept service, by overnight mail, of the summons and third-party complaint on behalf of Briarwood or (b) advise THCI of counsel who have agreed to accept service on Briarwood's behalf.

4. The time for the LTC Plaintiffs or the non-party witnesses to move to quash or limit the subpoenae that have been issued as of January 30, 2006 is extended to the same time the LTC Plaintiffs have to respond to THCI's amended pleading. Any such motion will follow the same schedule set forth above.

Dated: January 31, 2006
Wilmington, Delaware.

DUANE MORRIS LLP



Michael Lastowski (No. 3892)
Christopher M. Winter (No. 4163)
1100 North Market Street, Suite 1200
Wilmington, Delaware 19801-1246
Tel.: (302) 657-4900
Fax: (302) 657-4901

GREENBERG TRAURIG, LLP



Victoria W. Counihan (No. 3488)
Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Tel.: (302) 661-7000
Fax: (302) 661-7360

-and-

-and-

TROUTMAN SANDERS LLP

Amos Alter
The Chrysler Building
405 Lexington Avenue
New York, NY 10174
Tel: (212) 704-6000
Fax: (212) 704-6288

ARENT FOX PLLC

Robert E. Grossman
Michael S. Cryan
Igor M. Tsibelman
1675 Broadway
New York, NY 10019
Tel: (212) 484-3900
Fax: (212) 484-3990

Attorneys for Plaintiffs

Attorneys for Defendant

SO ORDERED this ____ day of _____, 2006.

Hon. Gregory M. Sleet, U.S.D.J.